

SOUTHERN WASTE SOLUTIONS PROJECTS & OPPORTUNITIES COMMITTEE CHARTER

1. Purpose

The purpose of the Projects & Opportunities Committee is to assist the Board to fulfil its duties and responsibilities related to:

- development and delivery of capital and other major projects; and
- assessment of new opportunities that contribute to the achievement of the Authority's strategic objectives.

2. Roles and Responsibilities

The Committee's role is to undertake a detailed review of matters within its scope and advise the Board accordingly. In undertaking its duties and meeting its responsibilities, the Committee will take into account the context, scale and limited resources of the Authority and its management team.

The scope of the Committee's responsibilities includes oversight of Board policies, strategic risks and related risk management plans relevant to its portfolio of responsibilities. These are:

2.1 New Opportunities

- Review and assess development of business cases, budgets, risks and effective management, timelines and resourcing plans for proposed projects.
- Review and assess the functional and concept design, and statutory planning requirements, of proposed projects against the Opportunity Assessment Principles and make recommendations to the Board on the viability of proposed projects.
- Assess the proposed procurement and contracting strategies for proposed projects, including identification of the need for probity or other expert advisors.
- Ensure SWS approved risk management, safety, and environmental quality systems are incorporated within project plans and delivery methodologies.
- Oversee the project management framework to ensure it remains fit for purpose and operates effectively.
- Oversee the ongoing development and review of SWS Opportunity Assessment Principles.

2.2 Committed Projects

- Monitor the implementation of projects against the Board's approved plans, budgets, timelines, benefits realisation and risk register.
- Ensure the appropriate level of reporting is included in monthly Board reporting.
- Review material deviations from the project plan and major variances from the approved budget and report to the Board with recommendations as appropriate.
- Identify projects for Project Implementation Review which may be overseen by the A&R Committee on behalf of the Board.

In addition, the Committee:

- may liaise with and, via the Board, refer matters to other Board committees;
- as relevant to its scope, may undertake special investigations and attend to other matters referred to it by the Board; and
- will report to the Board as specified in this Charter or at other times as directed by the Board.

3. Authority to act

The Committee is a committee of review. It is authorised to undertake those activities specifically delegated to it by the Board and to provide advice and recommendations to the Board regarding matters within the scope of its roles and responsibilities.

As a committee of the Board, the Committee has no executive management powers, and no authority to bind SWS unless specifically delegated by the Board.

The Committee is specifically authorised to obtain (at the business's expense) independent, expert advice as needed in order to meet its roles and responsibilities, but must report any such expenditure to the Board at the next Board meeting.

4. Composition

The Board appoints members of the Committee, including the Committee Chair. The Committee will comprise at least three members, including the Committee Chair.

At its discretion, the Board may appoint (and remove) an external expert member to the Committee. Any remuneration payable to an external Committee member will be decided by the Board, provided it complies with the Authority's remuneration policy for Directors and Committees.

The Committee will appoint a suitable person to support it.

5. Meetings and administration

• Frequency

The Committee will meet at least four times per year.

• Forms of meetings

The Committee may meet face to face, electronically or via circulating resolution. Members attending remotely are considered to be present for the purposes of forming a quorum, voting and declaring interests.

Resolutions in writing or by email (circulating resolutions) can be held at the discretion of the Committee Chair.

Processes for remote attendance and electronic meetings will be those prescribed in the Authority Rules for Board meetings.

- **Quorum and decision making**

A quorum is a majority of the members appointed to the Committee.

Only appointed Committee members (including external members) have voting rights.

Consistent with the Authority Rules for Board meetings:

- each appointed member has one vote;
- resolutions, including circulating resolutions, will be decided by a majority of votes cast by members present at the meeting; and
- the Committee Chair does not have an additional, casting vote: a tied vote will be decided in the negative.

- **Work Plan**

The Committee will develop and maintain an efficient and effective work plan each year.

- **Managing conflicts of interest**

As a committee of the Board, members of the Committee will disclose interests and manage conflicts of interest in accordance with the Authority's Rules for directors. The Authority's Rules are extended to apply to any external person appointed by the Board as a Committee member.

Declarations of interests will be recorded in the minutes of the Committee meeting and reported to the Board Secretary for recording in the Register of Interests.

- **Attendance and access to information**

Standing invitations to each Committee meeting will be:

- Chief Executive Officer.

The Committee may:

- invite any other officer, employee or external advisor to its meetings at its discretion; and
- access any SWS information it determines necessary to fulfil its responsibilities.

Any Director of SWS who is not an appointed member of the Committee may attend each meeting as an observer. As a courtesy, any Director intending to attend as an observer will advise the Committee Chair in advance.

The Committee has the right to meet without management, advisors or guests present at any time.

- **Agendas and papers**

The CEO and Committee Support will prepare the meeting agenda and liaise with the Committee Chair to finalise it.

Meeting papers will be distributed to Committee members via Sharepoint at least seven days before scheduled meetings.

Meeting papers for unscheduled meetings will be distributed via Sharepoint as early as possible, preferably with a weekend available to members for reading.

All Directors have access to Committee papers via Sharepoint.

- **Minutes**

Minutes will record the proceedings of each meeting and any recommendations to the Board. They will be prepared within seven days of the meeting and distributed to members once authorised by the Chair.

Once authorised for distribution, the draft minutes will be placed in the Committee Minutes Register within thirty days of the meeting.

Once adopted at the next meeting, minutes will be signed by either the Committee Chair or the chair of the meeting at which they were adopted and then added to the Committee Minutes Register.

6. Reporting

The Committee's draft minutes will be tabled at the next Board meeting if time permits. Otherwise, they will be tabled at the subsequent Board meeting for access by all Directors.

The Committee Chair will verbally report time-critical information and recommendations to the Board to expedite decisions. If a Board meeting is not imminent and a more timely decision is required, the Committee Chair may determine an appropriate alternative method of communication.

When management is to prepare a separate paper to the Board after initial consideration of the matter by the Committee, the Board paper will cite the Committee's decision (as recorded in the minutes).

7. Committee Review

The Committee may initiate reviews of its performance periodically.

The Committee will also undertake reviews as directed by the Board. Typically this will be as part of the Board's review timetable and process, however the Board may also instigate reviews at other times.

8. Charter Review

The Committee will review its Charter at least every three years.

It will provide advice and recommendations to the Board on any changes that may be required to the Charter.

Approved by the Board at its meeting on 31 July 2024.